# Summary

*1. Subject of the study.*

The subject of this study is the right of inquiry as laid down in part 2 of Title 8 of Book 2 of the Dutch Civil Code (Civil Code, Article 2:344-359). The right of inquiry gives shareholders and trade unions a special means of examining the policy pursued in a corporation and of having it reviewed by the court. The policies of the board of managing directors, the board of supervisory directors and the general meeting of shareholders may all be the subject of inquiry. If it is found that there is something seriously wrong with the policy, the court can intervene by taking certain measures. In its decision of 10 January 1990, Dutch Court Reporter 1990, 466 with note by Maeijer (Ogem), the Supreme Court of the Netherlands ruled that the objectives of the right of enquiry are as follows:

- rationalization and restoration of sound relationships by taking reorganizational measures within the company
- disclosure of the state of affairs in the company, and
- establishing who is responsible for any mismanagement which may come to light.

The inquiry may take place not only in BVs and NVs (private and public limited liability companies under Dutch law), but also in co-operatives, mutual insurance associations, the foundations and associations which maintain corporate entities, and the European Economic Interest Grouping. Relevant court decisions show that inquiries are carried out only in BVs and NVs. This study focuses only on the right of inquiry in BVs and NVs.

The only body authorized to allow an inquiry is the Enterprise Division (hereinafter referred to as the ED) of the Amsterdam Court of Appeal. The ED can institute an inquiry only if it has been petitioned to do so. The only individuals or bodies authorized to submit such a petition are:

- holders of shares or depositary receipts for shares which together add up to at least one tenth of the issued capital or a nominal value of EUR 225,000 (Civil Code, Article 2:346, under a)
- trade unions of which persons employed by the company are members (Civil Code, Article 2:346, under b)
- those to whom the authority has been assigned in the articles of association or in an agreement with the corporate entity (Civil Code, Article 2:346 under c), and

– the advocate-general of the Amsterdam Court of Appeal, in the interests of the public (Civil Code, Article 2:345).

Inquiry proceedings are most frequently initiated by shareholders. The inquiry proceedings themselves can be divided into five different phases:

– 1st phase: the preliminary phase:
  Before the shareholder lodges a petition with the ED, he must first notify the management of the company in writing of the complaints he has about their policy. He must also allow the company a reasonable amount of time to investigate these complaints and to take appropriate measures to redress them. If the shareholder fails to do this, the ED will declare the petition for an inquiry inadmissible. The purpose of this provision (Civil Code, Article 2:349 paragraph 1) is to protect the company against unexpected or unwarranted petitions for an inquiry. It is a reasonable provision; an inquiry is a serious instrument and puts the company in a bad light. The parties concerned should therefore first attempt to solve their problems between themselves before taking the matter to the court;
– 2nd phase: approval or rejection of the inquiry:
  If the parties are unable to solve the problems which have arisen between themselves, the shareholders can ask the ED to institute an inquiry into the company's policy. Such an inquiry is approved only if the ED can be convinced that there are sound reasons to doubt the propriety of the company's policy (Civil Code, Article 2:350 paragraph 1). Sound reasons to doubt the propriety of the company's policy can be said to exist if facts and circumstances have come to light which taken together suggest that there is a considerable chance that a further inquiry would reveal improper management. An inquiry may also be approved in a company which has been declared bankrupt or has been granted a moratorium on payments. In companies which have been declared bankrupt, the inquiry cannot lead to the restoration of sound relationships in the company, but, as indicated above, the inquiry also has the objective of clarifying what the company's policy was and establishing who was responsible for any mismanagement;
– 3rd phase: the inquiry phase:
  If the ED approves the petition for an inquiry, it will appoint an investigator to carry out the inquiry; the ED does not carry it out itself. Depending on the scope of the inquiry, the ED may appoint one or more investigators. The ED is free to appoint whichever individual or individuals it chooses. The ED appoints mainly jurists (and in particular practising lawyers) and accountants as investigators and has shown a clear preference for lawyers. In the vast majority of cases one investigator is appointed. Only in large-scale, complicated cases has the ED appointed more than one investigator. The investigator's most important task is to trace what actually happened in the company during a certain period. The law confers a number of powers on investigators to help them

perform this task adequately; for example, they may consult the company's books and records, interview the company's officers (Civil Code, Article 2:351 paragraph 1) and ask the ED to interview individuals under oath (Civil Code, Article 2:352a paragraph 1). The investigator's findings are recorded in a report which is submitted to the ED (Civil Code, Article 2:353 paragraph 1). Apart from the ED, only a limited circle of interested parties (including the shareholder or shareholders who submitted the petition for an inquiry) may read the report. The ED may expand this circle of people entitled to see the report (Civil Code, Article 2:353 paragraph 2);

- 4th phase: establishing whether or not there has been mismanagement and taking appropriate measures:

If the report shows that things are badly wrong in the company - i.e. if there has in fact been mismanagement - the shareholder may submit a new petition to the ED, asking the ED to declare that there is or has been mismanagement and to take certain measures. This petition must be submitted to the ED within two months after the investigator's report has appeared. By taking certain measures, the ED can intervene in the company, putting an end to the mismanagement and thus restoring sound relationships in the company. The ED can take the following measures (Civil Code, Article 2:356):

- suspension or annulment of a decision taken by the managing directors, the supervisory directors or the general meeting of shareholders
- suspension or dismissal of one or more managing directors or supervisory directors
- temporary appointment of one or more managing directors or supervisory directors
- temporary deviation from provisions in the articles of association to be determined by the ED
- temporary fiduciary transfer of shares
- dissolution of the company.

The first five measures – which may be combined – are aimed at restoring sound relationships in the company. The last measure (dissolution) must be seen as a last resort; if the other measures imposed by the ED have had no effect, the only measure left is dissolution of the company. The ED determines the duration of the measures it imposes and may reduce or extend that duration (Civil Code, Article 2:357 paragraph 1). Obviously the company may not reverse a measure imposed by the ED; any such decision would be null and void (Civil Code, Article 2:357 paragraph 3).

The measures discussed above are definitive and can be taken only after the investigator has completed the investigation. On average, such an investigation takes six months. During this period the 'mismanagement' of the company continues; in 1994 legislation was therefore introduced to provide the possibility of taking interim measures. These measures can be taken at any stage during the proceedings, from the moment a petition to institute an inquiry is

submitted. It is important to note that with respect to these measures the ED is not bound to the limitative list of definitive measures set out in Civil Code, Article 2:356. The only limitation is that the measures must be temporary; they remain in force for the duration of the proceedings at the longest;

– 5th phase: recovery of the costs of the investigation:
When mismanagement has been established and measures have been taken, the actual inquiry proceedings have been completed. However, the proceedings may have further consequences if the company decides to recover the costs of the investigation. The costs of inquiry proceedings must be paid by the company (Civil Code, Article 2:350 paragraph 3). These costs consist mainly of the investigators' fees. On average, an investigation costs EUR 10,000. In large-scale, complicated cases, the costs can easily mount up to EUR 100,000. In the Ogem case the costs rose to EUR 275,000. If the investigation reveals that one of the managing directors or supervisory directors is responsible for the mismanagement, the company may recover the costs of the investigation from this managing director or supervisory director in later proceedings (Civil Code, Article 2:354), which will also be handled by the ED.

*2. Aims of the study.*

The goal of this study is to chart and analyse case law related to inquiries. Since 1971 the ED has made 850 decisions; in recent years it has made an average of 120 each year. The Supreme Court has made more than 30 decisions. In recent years more and more attention has been focused on case law in this area in scientific publications. However, there has been no systematic study, so that a more detailed juridical evaluation of such case law is desirable. I have limited myself to an analysis of the case law relating to the formal aspects of the right of inquiry. This means, for example, that I have not touched on issues of substantive law such as the meaning of the concepts 'sound reasons to doubt proper management' and 'mismanagement'. The interpretation given to these open norms by the ED and the Supreme Court is another interesting field of research; this subject would fit into the broader framework of a review of entrepreneurial policy, in which attention should be focused on concepts such as proper performance (Civil Code, Article 2:9), apparent improper performance (Civil Code, Article 2:138/248 paragraph 1) and testing decisions against reasonableness and fairness (Civil Code, Article 2:15). It would be good if this study of the formal aspects of the right of inquiry were to serve as a point of departure for a study of the substantive aspects of the right to inquiry.

My choice to study the formal aspects of the right to inquiry was prompted by the observation that procedural issues in civil law have been receiving more and more attention; some examples of subjects which have been raised are the increasing activity of the court in guiding the proceedings, the passive role of the judge and the principle of the autonomy of parties, the growing need felt for a more informal settlement of disputes, and the less formalistic interpretation of the legal

rules of civil law proceedings. These developments are clearly visible in inquiry proceedings and are part of the reason why they have expanded so greatly in recent years. This groundbreaking attitude on the part of the ED has not always been universally appreciated and is not undisputed. Hard words have been written in the literature and many writers think that the ED has sometimes gone too far in its decisions. The result is not only that the ED has been urged to reconsider its task and to exercise restraint, but also that the call for assistance from legislation has grown in intensity. It seems as though the time is ripe for serious reflection on the right of inquiry. In this study I will attempt to show where the problems lie in the procedural area of inquiry proceedings, whether the ED has overstepped its boundaries on some points and where legislative intervention is required.

But this is not all. Although the expansion of the right of inquiry is important enough to be a central focus of interest and is in fact a constantly recurring theme in this study, we must not forget that in the majority of the ED's decisions this phenomenon plays no significant role whatsoever. Most of the proceedings are 'simply' about disclosure of the state of affairs and restoring sound relationships in the company involved. The court decisions in these cases will also be examined.

*3. Structure of the study.*

The study consists of six chapters. The first five chapters each deal with one formal aspect of the right of inquiry, while Chapter 6 contains some concluding observations. In discussing the various subjects I have focused on the court decisions of the ED and have not touched on judicial systems in other countries.

The first chapter is devoted to the preliminary phase of the inquiry proceedings. The main focus is on Civil Code, Article 2:349 paragraph 1. As was mentioned above, in accordance with this provision those who are entitled to petition for an inquiry must first make their complaints against the management and the state of affairs in the corporation known in writing to the board of managing directors and the board of supervisory directors before they submit a petition for an inquiry. Then they must grant the company a reasonable period of time to investigate these complaints and to take measures to redress them. If they fail to do so, their petition for an inquiry will be declared inadmissible. The purpose of Article 2:349 paragraph 1 of the Civil Code is to protect the company against unexpected and unwarranted petitions for an inquiry. The company may not be taken by surprise and must have an opportunity to investigate the complaints lodged against it and react to them before the inquiry proceedings begin, so that it can avert an inquiry if possible.

The case law reveals that the ED does in fact interpret Civil Code, Article 2:349 paragraph 1 as is intended; the effect of the provision does not go further than is necessary for the realization of that goal. This means that the petition is declared inadmissible only in cases in which it is quite evident that the petitioners

have taken the corporation by surprise with their petition for an inquiry. This is a good example of the ED's efforts to make wider use of the right to inquiry; keeping the barriers which regulate access to the right to enquiry low fits into this framework well. Although this approach may have the consequence that corporations defending themselves become increasingly unlikely to invoke Civil Code, Article 2:349 paragraph 1 in their defence, it cannot be said that the ED has overstretched the requirements stated in Civil Code, Article 2:349 paragraph 1. On the contrary, the case law shows that the ED has found a fine balance between the interests of the corporation on the one hand and the interests of the petitioners on the other. It may be concluded that the case law relating to Civil Code, Article 2:349 paragraph 1 has crystallized. Intervention by the law is not necessary. However, the legislators might consider omitting the word 'in writing' from Civil Code, Article 2:349 paragraph 1.

Chapter 2 is about the parties entitled to petition for an inquiry: holders of shares and depositary receipts, trade unions, the advocate-general of the Amsterdam Court of Appeal and those authorized to institute an inquiry in accordance with Civil Code, 2:346 subparagraph c. This chapter also focuses on the position of the works council and the curator in inquiry affairs, and touches on the problems of inquiry authorization in the relationships of groups of companies. The right of enquiry is assigned to a small circle of interested parties. If we limit ourselves to that circle, then we can conclude from the case law that there are no major problems. Although it is mainly shareholders who resort to an inquiry, the fact that the other parties who are entitled to petition for inquiry are much less active does not imply that their inactivity is a result of obstacles inherent in the inquiry regulations. Such obstacles have not come to light. Trade unions have sometimes expressed criticism in the past, but this criticism is not justified. The right of inquiry is an extremely effective instrument and can also serve as such for trade unions. The advocate-general has not invoked the right of inquiry very frequently either. This is in keeping with the role assigned to him by the legislators. His task is mainly to respond to complaints from interested parties involved in the company who are themselves not entitled to initiate an inquiry. On the basis of the provisions laid down in the inquiry regulations, he can fulfil this task adequately; his authorization is not an optional one, and the words 'in the interests of the public' can be interpreted broadly. The lack of manpower at the Public Prosecution Service is probably the biggest problem, but it has nothing to do with the inquiry regulation itself.

Evidence of the expansion of the right of inquiry is presented in Chapter 2. The first indication is the authorization breakthrough in relationships within groups of companies. By allowing inquiries into groups of companies, it has become possible to extend the investigation in group company situations to companies of which the petitioner does not own any shares or in which no members of the trade union are employed. This means that the objectives of the right of inquiry can be achieved in the relationships of groups of companies. The history

of its development allows such a broad application of the right of inquiry. By making use of the equation technique, in special cases preference can be given to the inquiry rules above the rule that there is a difference in identity between the corporate entities involved. No amendment to the law is necessary for this.

The expansion of the right of inquiry is also evident in another area, namely certain decisions of the ED in which they have granted the right of inquiry to parties which are not specifically mentioned in the law. For example, the ED's decision to grant the right of inquiry to the corporation itself has caused some commotion. The Supreme Court has ruled that in doing this the ED went too far in its efforts to apply the right of enquiry more broadly. According to the Supreme Court, the law gives a limitative list of those entitled to submit a petition for an inquiry.

Although this Supreme Court ruling has put an end to the ED's 'ground-breaking case law', it has not put an end to the discussion about whether or not the circle of parties holding the right of inquiry should be expanded by law. This is the central question we must address now. Especially in view of the development of the right of enquiry over the last ten years, it seems that the time is ripe for a limited expansion of the circle of those authorized to initiate an inquiry. I would like to see authorization extended to the works council, the corporation, the curator and the administrator. In my opinion, the expansion of the circle of parties authorized to petition an inquiry should be limited to this group; granting the right of inquiry to all interested parties would be going too far.

In Chapter 3 the main focus is on the investigator and the investigation. The investigation phase occupies a central place in the inquiry proceedings. Its purpose is to chart what is going on or has gone on in the corporation. This investigation is intended to bring the full truth about the company to light. It must show whether there is or has been mismanagement; without an investigation the ED cannot make a judgment on this point. The ED's point of departure is that it will deem the facts recorded in the report as the findings of the investigation to be correct until proved otherwise. This indicates the importance of the investigation.

In the inquiry regulation the investigation phase is dealt with only briefly. This does not seem to lead to any problems, at least not to any problems that can be deduced from the relevant case law. The most important gaps are filled by Articles 194-199 of the Code of Civil Procedure. It is defensible that these articles apply to the investigator and his investigation, unless there is a different conclusion based on the inquiry regulation. Some consequences are that it is possible to replace the investigator (Code of Civil Procedure, Article 194 paragraph 4), to order a closer investigation (Code of Civil Procedure, Article 194 paragraph 5) and to give substance to the principles of proper investigation (Code of Civil Procedure, Article 198). More and more attention is being devoted in the literature to these principles, or rather the lack of them. The demand for the ED to draw up detailed guidelines is steadily increasing. In many cases a much too negative picture is painted of the legal protection of managing and supervisory directors.

However, the rules already in force offer an adequate basis on which to build a procedure which would benefit the quality of the investigation, so that the added value of detailed guidelines drawn up by the ED may be questioned.

The task of the investigators has evolved along with the development of the inquiry proceedings. Their main task is still to investigate the policy and the state of affairs in the corporate entity. In addition, the ED instructs them to indicate whether or not there is mismanagement, and if so what measures they think should be taken; however, recently the ED has been assigning this task less frequently. The task is in keeping with the content of Article 194 paragraph 1 of the Code of Civil Procedure, as is the task assigned to investigators of securing an amicable settlement between the parties. The powers granted to investigators by law seem sufficient to enable them to carry out their task adequately; there is nothing in the case law to suggest otherwise. Obviously they must carry out their activities in good faith; the investigator should act in the manner which can be expected of an investigator with sufficient insight and experience who is carrying out the appointed tasks meticulously and conscientiously. If investigators fail to do so, they can be held responsible for any damage they cause. The chance of a claim being awarded is not very high. Nevertheless, it seems that some legislative intervention is required; the liability of investigators should be regulated by law, to the effect that only the state is liable for their mistakes.

No other bottlenecks requiring legislative intervention have become apparent. Perhaps the most salient point is the authorization of those holding the right of inquiry to initiate proceedings on the basis of the Civil Code, Article 2:355. Parties holding the right of inquiry who have not themselves initiated the first phase can initiate such proceedings only if they can inspect the investigator's report. This is a requirement which should be deleted. However, now that it has become standard for the ED to make the report available for inspection by interested parties or by anyone, in practice the requirement does not lead to any problems.

In Chapter 4 the question of the costs of the investigation is examined. Civil Code, Article 2:350 paragraph 3 is discussed in conjunction with Civil Code, Article 2:354. The principle decided on in 1970 that the corporation must pay the costs of the investigation turns out to work well in practice. The regulation laid down in Civil Code, Article 2:350 paragraph 3 is satisfactory. Civil Code, Article 2:354 has attracted more attention than Civil Code, Article 2:350 paragraph 3. Corporations use the means of recovery contained in this provision to recover the investigation costs they have paid from managing directors and supervisory directors. The point of departure in such cases is that individual, personal culpability must be demonstrable. There has been a considerable amount of criticism of this provision; in my opinion, this criticism has not always been justified. The provision meets the requirements of Article 6 of the ECHR, and case law shows that the ED exercises restraint in allowing Civil Code Article 2:354 petitions.

Nevertheless, there seem to be sound arguments for removing the issue of recovery of costs from the inquiry regulation.

In Chapter 5 the system of measures is discussed. Not only the interim measures mentioned in Civil Code, Article 2:349a paragraph 2 and Civil Code, Article 2:355 paragraph 3 are dealt with, but also the measures mentioned in Civil Code, Article 2:356. The introduction of the interim measures referred to in Civil Code, Article 2:349a paragraph 2 can be regarded as one of the most important developments in inquiry proceedings. It has not only strengthened the position of the ED as a court which reviews entrepreneurial policy as no other court does, but has also given the ED an important instrument to accomplish the most significant objective of the right of inquiry, namely the restoration of damaged working relationships.

The case law shows that the interim measures play a major role in restoring sound relationships in corporate entities and the companies attached to them. It even occurs quite frequently that after the imposition of interim measures and the mediation of the ED, a permanent amicable solution is found, without an investigation taking place. An outcome of this kind fits in well with the picture of the modern, 'settlement-oriented' court. It also raises the question of whether it should be made possible in inquiry proceedings to separate a request for the imposition of interim measures from the actual petition to institute an inquiry.

Due to the growing interest in and attention focused on the interim measures, the measures in Civil Code, Article 2:356 have to some extent retreated into the background. However, these measures still play an important role, because if the problems cannot be solved by interim measures, the ED is still able to intervene with definitive measures.

So are there no problems at all? Of course there are. For instance, the overactive attitude of the ED in inquiry proceedings has been rightly criticized. In a number of cases the Supreme Court has blown the whistle on the ED. However, it cannot be denied that in the vast majority of cases brought before the ED, the conflict is settled satisfactorily; and that is, of course, the *raison d'être* of the ED: to settle conflicts. Therefore there can be only one conclusion: the system of measures works excellently. Nevertheless, the system could do with a facelift; the most important alteration would be to include in Civil Code, Article 2:356 a provision authorizing the ED to transfer shares definitively. If this alteration were to be made, the legislators might avail themselves of the opportunity to make a number of other alterations in the system of measures, some of them cosmetic.

Chapter 6 contains some concluding observations. The study makes it clear that the right of inquiry has boomed since its introduction in 1928. The analysis of the court decisions made by the ED shows among other things that modern procedural insights are reflected in the application of inquiry proceedings. It could be said that in a certain sense the ED is ahead of its time:

- it is not passive, but plays an active role and guides the proceedings. The autonomy of parties is not regarded as a directive principle. The ED actively sear-

ches for the substantive truth. In inquiry proceedings, once a party has turned to the ED, he loses his grip on 'his' case;
- the ED has a high degree of freedom in imposing interim and definitive measures. Interim measures in particular enable the ED to act quickly and firmly. In many cases it even succeeds in solving the dispute before the investigator has completed the investigation. This is a fine example of a 'settlement-oriented' court;
- it does not interpret procedural rules strictly formally. This fits in with its aim to apply the right of inquiry as broadly as possibly. In particular, it tries to lower barriers which obstruct access to inquiry proceedings.

This 'modern attitude' on the part of the ED has led to the rise of a 'judicial decision product' for which there is, in practice, a demand. The ED has evolved into the court of justice *par excellence* to judge on debates about the application of proceedings and general principles of proper administration in companies and corporate entities. The ED administers justice 'made to measure'; its actions are expert, accessible, low-threshold and cost-efficient; it works with modern means of communication, has an eye for alternative solutions and does not take an unacceptably long time to reach its decisions. The ED deserves a compliment for the development of this justice made to measure. It must also be borne in mind that many of the decisions made by the ED are sanctioned by the Supreme Court. This does not mean that there is never any call for a critical note. It appears that such a note is appropriate specifically in cases in which the ED, in its efforts towards deformalization, has lost sight of the wording of the law and of legal history to too great an extent, thus endangering legal certainty and predictability. This is going too far. There are limits to the judicial formation of law, and obviously those limits also apply for the ED.

4. *Proposal for amendments to the law.* Are there boundaries which should be altered by means of amendments to the law? Although the inquiry regulation is satisfactory, it could be adapted on a number of points. I would like to make the following recommendations:
   - in Civil Code, Article 2:346, authorization to initiate an inquiry should be extended to the corporation, the curator and the administrator respectively of corporations which are bankrupt or have been granted a moratorium on payments;
   - in Civil Code, Article 2:347, authorization to initiate an inquiry should be extended to the works council;
   - the words 'in the interests of the public' should be deleted from Civil Code, Article 2:345 paragraph 1 and 2:355 paragraph 1;
   - in Civil Code, Article 2:349 paragraph 1 the word 'in writing' should be deleted;
   - in Civil Code, Article 2:349 paragraph 2 the last sentence may be deleted;

- the following sentence might be added to Civil Code, Article 2:349a paragraph 2: 'The first five paragraphs of Article 357 of this Code apply *mutatis mutandis*'. Then a third paragraph might be added to regulate the duration of the interim measures imposed in the first phase: '3. The duration of the proceedings as referred to in the previous paragraph should be understood to mean - subject to earlier withdrawal or alteration by the Enterprise Division - the period ending when two months have passed after the day on which the outcome of the investigation has been filed with the office of the Amsterdam Court of Appeal, unless in the course of those two months a petition as referred to in Article 355 paragraph 1 of this Code has been submitted. In that case, the period referred to ends on the day that the Enterprise Division gives its final judgment as to whether or not there has been mismanagement';
- in Civil Code, Article 2:351 paragraph 2 the words 'at their request' should be deleted;
- Civil Code, Article 2:353 paragraph 2 should be adapted in such a way that it states that the report is available for inspection by those entitled to initiate an inquiry;
- Civil Code, Article 2:354 may be deleted;
- the first and third paragraphs of Civil Code, Article 2:355 might be altered as follows: '1. If the report has revealed mismanagement, the Enterprise Division may, at the request of those fulfilling the requirements stated in Articles 346 and 347 of this Code or at the request of the advocate-general, pronounce the judgment that there is mismanagement and take any of the measures mentioned in the next Article which they deem necessary on the basis of the findings of the report';
  '3. Articles 348 and 349a paragraph 1 of this Code apply *mutatis mutandis*';
- Civil Code, Article 2:356 might be amended as follows: '1. In addition to temporary measures as referred to in Article 349a paragraph 2 of this Code, the Enterprise Division may impose the following definitive measures after the inquiry:
  a. annulment of a decision taken by the managing directors, supervisory directors, the general meeting of shareholders or any other body of the company
  b. dismissal of one or more managing directors or supervisory directors
  c. transfer of shares
  d. dissolution of the corporate entity';
- the first paragraph of Civil Code, Article 2:357 paragraph 1 might be changed to read as follows: '1. The Enterprise Division may declare both the temporary measures and the definitive measures mentioned in the previous article to have immediate effect. The Enterprise Division will determine the duration of the temporary measures it imposes; at the request of the

petitioners referred to in Article 355 of this Code, or of the corporate entity or of the advocate-general, it may extend or shorten that duration, or, at their request, alter measures which have already been imposed'. If the first sentence is added to the first paragraph of Civil Code, Article 2:357, the first paragraph of Civil Code, Article 2:358 can be deleted;

– the liability of investigators and of the managing directors and supervisory directors appointed by the Enterprise Division should be regulated by law, to the effect that only the state is liable for their mistakes.